

**EXHIBIT B**  
**TO STIPULATION AND**  
**[PROPOSED] ORDER**  
**OF VOLUNTARY DISMISSAL**  
**WITH PREJUDICE**

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Liaison Counsel for Plaintiffs

JAMES BLEVINS and ALBERT  
HALEGOUA, Derivatively on Behalf  
of Nominal Defendant MEDAREX, INC.,

Plaintiff,

v.

MICHAEL A. APPELBAUM, RANDALL  
T. CURNOW, YASHWANT M. DEO,  
DONALD L. DRAKEMAN, LISA N.  
DRAKEMAN, PATRICIA M. DANZON,  
IRWIN LERNER, NILS LONBERG,  
W. BRADFORD MIDDLEKAUFF,  
RONALD J. SALDARINI, CHRISTIAN S.  
SCHADE, CHARLES R. SCHALLER, and  
JULIUS A. VIDA,

Defendants,

and

MEDAREX, INC.,

Nominal Defendant.

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION:  
MERCER COUNTY

CASE NO.: MER-C-26-08

**AMENDED STIPULATION OF SETTLEMENT**

1. This Amended Stipulation of Settlement (the "Amended Stipulation"), dated as of September 25, 2008 hereby incorporates in its entirety the Stipulation of Settlement dated August 28, 2008 ("Stipulation") that was recently filed with the Court.<sup>1</sup>


<sup>1</sup> The Amended Stipulation is being filed with consent of all parties.

2. The Amended Stipulation makes the following two changes to the Stipulation: (i) Defendants Robert C. Dinerstein and Abhijeet J. Lele are hereby added to the definition of "Defendants" and "Settling Defendants" as defined in Section I of the Stipulation; and (ii) Patricia Danzon is hereby removed from the definition of "Defendants" and "Settling Defendants" as defined in Section I of the Stipulation.

IN WITNESS WHEREOF, plaintiffs and Medarex have caused the Amended Stipulation to be executed, by their duly authorized attorneys, on September \_\_, 2008.

Dated: September 25, 2008

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Dated: September 25, 2008

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Dated: September 25, 2008

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